



CORPORATION SERVICE COMPANY

RECORDATION NO. 21598-B FILED

FEB 02 '07 -11 31 AM

SURFACE TRANSPORTATION BOARD

CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield IL 62703

800-927-9801 Ext 3813  
217-492-2727

To: SURFACE TRANSPORTATION BOARD - ATTN: BARB SADDLER

From: April Oshea

Date: February 1, 2007

Order#: 739225/005

Re: CRLE119500-CRLE119696 THE BURLINGTON NORTHERN AND SA

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 02/09/2007  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT. IF ADDITIONAL MONEY IS NEEDED, PLEASE CONTACT US IMMEDIATELY.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.  
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessee:

The Burlington Northern and Santa Fe Railway Company  
2650 Lou Meck Drive, 1st Floor  
Ft Worth, TX 76131

Lessor:



CORPORATION SERVICE COMPANY

CITGroup/Equipment Financing, Inc.  
505 Fifth Avenue, 12th Floor  
New York, NY 10017

Please call immediately if there are any problems or questions with this paperwork.

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 84 day of January, 2007, and effective as of July 1, 2005, is made by CITGROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 505 Fifth Avenue, 12th Floor, New York, New York 10017 (the "Lessor"), and BNSF RAILWAY COMPANY formerly known as THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, 1<sup>st</sup> Floor, Fort Worth, TX 76131-2830 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Railcar Lease (the "Lease") dated as of June 23, 2004, effective as of April 16, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 22, 2004 and given Recordation Number 21598.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

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THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien  
Name: William P. O'Brien  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: Richard A. Margl  
Name: RICHARD A. MARGL  
Title: AVP Carload Equipment

# Schedule A

Number of Cars		Equipment Description			
50	50' Plate F Box Car with single 10' plug door				
1	CRLE	119500	53	CRLE	119687
2	CRLE	119503	54	CRLE	119691
3	CRLE	119508	55	CRLE	119692
4	CRLE	119509	56	CRLE	119693
5	CRLE	119510	57	CRLE	119694
6	CRLE	119511	58	CRLE	119695
7	CRLE	119512	59	CRLE	119696
8	CRLE	119519			
9	CRLE	119520			
10	CRLE	119521			
11	CRLE	119524			
12	CRLE	119526			
13	CRLE	119527			
14	CRLE	119530			
15	CRLE	119555			
16	CRLE	119558			
17	CRLE	119561			
18	CRLE	119574			
19	CRLE	119584			
20	CRLE	119585			
21	CRLE	119588			
22	CRLE	119606			
23	CRLE	119609			
24	CRLE	119610			
25	CRLE	119611			
26	CRLE	119616			
27	CRLE	119617			
28	CRLE	119620			
29	CRLE	119621			
30	CRLE	119625			
31	CRLE	119629			
32	CRLE	119630			
33	CRLE	119633			
34	CRLE	119635			
35	CRLE	119641			
36	CRLE	119644			
37	CRLE	119645			
38	CRLE	119647			
39	CRLE	119652			
40	CRLE	119655			
41	CRLE	119656			
42	CRLE	119657			
43	CRLE	119658			
44	CRLE	119660			
45	CRLE	119667			
46	CRLE	119670			
47	CRLE	119671			
48	CRLE	119673			
49	CRLE	119678			
50	CRLE	119682			
51	CRLE	119683			
52	CRLE	119684			